

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Deri- vative Security	3. Transaction Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Transaction Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (D)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Year Reported Transaction(s) (Instr.4)	10. Owner- ship Form of Deriv- ative Securities: Direct (D) or

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					(Instr. 3, 4 and 5)	DE / ED	Title / Amount or Number of Shares			Indirect (I) (Instr.4)
					A or D					
Phantom Stock	1-for-1	(1)		A	2,573 A	(1) / (1)	Common Stock / 2,573	(2)	2,573	D

Explanation of Responses:

- (1) All phantom stock units were acquired under the Fifth Third Bancorp directors deferred compensation plan between January 1, 1999 and January 28, 2003 and are to be settled in cash upon the director's retirement.
- (2) All phantom stock units were acquired at the then current per share market value of Fifth Third Bancorp common stock as of the date the director was deemed to have deferred compensation under the plan.

By:

/s/ Paul L. Reynolds, Attorney-in-Fact

Date:

01/30/2003

** Signature of Reporting Person

SEC 2270 (09-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not

required to respond unless the form displays a currently valid OMB Number.